SGGF VII

# Saskatchewan Government Growth Fund VII Ltd.

Creating economic wealth and diversification
through investment of immigrant investor capital in Saskatchewan

## 2011 FINANCIAL STATEMENTS

SASKATCHEWAN GOVERNMENT
GROWTH FUND

## INDEPENDENT AUDITOR'S REPORT

To the shareholder of Saskatchewan Government Growth Fund VII Ltd.:

We have audited the accompanying financial statements of Saskatchewan Government Growth Fund VII Ltd., which comprise the statement of financial position as at March 9, 2011, and the statements of operations and comprehensive earnings, deficit and accumulated other comprehensive income and cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information.

*Management's Responsibility for the Financial Statements*
Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

*Auditor's Responsibility*
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*
In our opinion, the financial statements present fairly, in all material respects, the financial position of Saskatchewan Government Growth Fund VII Ltd. as at March 9, 2011, and its financial performance and its cash flows for the period then ended in accordance with Canadian generally accepted accounting principles.

*Emphasis of Matter*
Without modifying our opinion, we draw attention to Note 2 of the financial statements which describes the dissolution of Saskatchewan Government Growth Fund VII Ltd. occurring as at the date of these financial statements.

Deloitte & Touche LLP

Chartered Accountants

June 14, 2011
Regina, Saskatchewan

**Saskatchewan Government Growth Fund VII Ltd.**
**Statement of Financial Position**

| As at | March 9, 2011 | December 31, 2009 |
|---|---|---|
| **Assets** | | |
| Cash | $ - | $ 112,411 |
| Other investments (Note 4) | - | 775,000 |
| | $ - | $ 887,411 |
| **Liabilities and Shareholder's Deficiency** | | |
| Accounts payable and accrued liabilities | $ - | $ 59,514 |
| Investor notes (Note 5) | - | 2,068,000 |
| | - | 2,127,514 |
| Share capital (Note 6) | - | 1,000 |
| Deficit and accumulated other comprehensive income | - | (1,241,103) |
| | - | (1,240,103) |
| | $ - | $ 887,411 |

See accompanying notes to the financial statements.

On behalf of the Board:

**Roland Hardy**
Director

**Robert Spelliscy**
Director

**Saskatchewan Government Growth Fund VII Ltd.**
**Statement of Operations and Comprehensive Earnings**
**For the period January 1, 2010 to March 9, 2011, with comparatives for the year ended December 31, 2009**

| | 2010-2011 (14 months) | 2009 (12 months) |
|---|---|---|
| **Revenues** | | |
| Income from cash | $ 2,891 | $ 2,015 |
| Income from other investments | 78,666 | 174,845 |
| | 81,557 | 176,860 |
| Gains realized on disposal of other investments | - | 30,616 |
| Decrease in fair value of investments | - | (11,279) |
| | - | 19,337 |
| Net revenue | 81,557 | 196,197 |
| **Expenses** | | |
| Administration (Note 7) | 23,136 | 37,838 |
| Interest on investor notes | - | 596 |
| | 23,136 | 38,434 |
| **Net earnings for the period before the following:** | 58,421 | 157,763 |
| Dissolution transactions (Note 2) | 1,181,682 | - |
| **Net earnings for period** | 1,240,103 | 157,763 |
| **Other comprehensive income** | - | - |
| **Comprehensive earnings for the period** | $ 1,240,103 | $ 157,763 |

See accompanying notes to the financial statements.

**Saskatchewan Government Growth Fund VII Ltd.**
**Statement of Deficit and Accumulated Other Comprehensive Income**

| As at | March 9, 2011 | December 31, 2009 |
|---|---|---|
| **Deficit, beginning of period** | **$ (1,241,103)** | $ (1,398,866) |
| Net earnings for the period | **1,240,103** | 157,763 |
| Cancellation of shares | **1,000** | - |
| **Deficit, end of period** | - | (1,241,103) |
| **Accumulated other comprehensive income, beginning of period** | - | - |
| Other comprehensive income for the period | - | - |
| **Accumulated other comprehensive income, end of period** | - | - |
| **Total deficit and accumulated other comprehensive income** | **$ -** | $ (1,241,103) |

See accompanying notes to the financial statements.

**Saskatchewan Government Growth Fund VII Ltd.**
**Statement of Cash Flows**
**For the period January 1, 2010 to March 9, 2011, with comparatives for the year ended December 31, 2009**

| | 2010-2011 | 2009 |
|---|---|---|
| **Cash flows from operating activities** | | |
| Net earnings for the period | **$ 1,240,103** | $ 157,763 |
| Items not affecting cash: | | |
| Decrease in fair value of investments | **-** | 11,279 |
| Net gains realized on disposal of other investments | **-** | (30,616) |
| Net change in non-cash working capital balances related to operations | **(59,514)** | 15,738 |
| Write-off of investor notes | **(1,183,952)** | - |
| Cash flows from operating activities | **(3,363)** | 154,164 |
| **Cash flows from investing activities** | | |
| Repayments of other investments | **775,000** | 322,331 |
| Cash flows from investing activities | **775,000** | 322,331 |
| **Cash flows from financing activities** | | |
| Repayment of investor notes | **(884,048)** | (1,190,115) |
| Cash flows from financing activities | **(884,048)** | (1,190,115) |
| **Net decrease in cash** | **(112,411)** | (713,620) |
| **Cash, beginning of period** | **112,411** | 826,031 |
| **Cash, end of period** | **$ -** | $ 112,411 |

See accompanying notes to the financial statements.

**Saskatchewan Government Growth Fund VII Ltd.**
**Notes to Financial Statements**
**March 9, 2011**

## 1. Status of the Corporation

Saskatchewan Government Growth Fund VII Ltd. ("SGGF VII" or the "Fund") was incorporated in February 1999 under *The Business Corporations Act* (Saskatchewan) and has been accepted as a government administered venture capital fund under the federal government's Immigrant Investor Program ("IIP"). Under this program, the Fund was established to raise $35,000,000 through a note offering. Each note is a variable rate (1.50% to 3.50%), unsecured, subordinated debt instrument with a principal amount of $250,000, repayable in five years provided that 70% of the proceeds are invested in eligible businesses ("Notes") throughout the five year period. The marketing period for the Fund ended on March 31, 1999, and 2004 was the last year in which the Fund accepted the completion of subscription payments.

The Confidential Offering Memorandum ("Memorandum") and the IIP prescribe various conditions which qualify an investment as an eligible business, including a requirement that the business be Saskatchewan based and have assets, including assets of associated companies, of less than $35 million.

The Government of Canada and the Government of the Province of Saskatchewan offer no guarantees or assurances on the financial performance of the Fund or of a return of an investor's original investment and neither government will be liable for any loss or damages suffered by an investor as a result of an investment in the Notes.

As described above, the Fund's purpose is to issue the Notes and make investments in accordance with the IIP. When the Notes mature, the Fund divests its investments, in due course, as appropriate opportunities arise. The Fund's only source of revenue is from its investments and interest on cash. The Fund has liquidated all of its investments. There were insufficient proceeds on liquidation to satisfy all of the Fund's obligations.

## 2. Dissolution of Fund

By resolution of the Board of Director's on February 2, 2011, Saskatchewan Government Growth Fund VII Ltd. was dissolved effective March 9, 2011. All remaining assets and liabilities were transferred to Crown Investments Corporation ("CIC") on the date of dissolution. The Fund transferred cash of $84,373 (net of outstanding cheques $217,433), and accrued liabilities of $84,373.

The Fund has written off $1,183,952 in Investor notes and cancelled $1,000 of share capital. Below is a summary of the dissolution transactions:

**Saskatchewan Government Growth Fund VII Ltd.**
**Notes to Financial Statements**
**March 9, 2011**

| | For the period January 1, 2010 to March 9, 2011 |
|---|---|
| Legal and professional | $ (2,270) |
| Write-off Investor notes | 1,183,952 |
| | $ 1,181,682 |

## 3. Significant accounting policies

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The following are considered significant:

*Financial instruments*

All financial instruments are classified as one of: (a) held-to-maturity; (b) loans and receivables; (c) held-for-trading; (d) available-for-sale; or (e) other liabilities. Financial assets and liabilities held-for-trading are measured at fair value with gains and losses recognized in net income. Financial instruments classified as held-to-maturity, loans and receivables and other liabilities are measured at amortized cost. Available-for-sale financial instruments are measured at fair value, with unrealized gains and losses recognized in comprehensive income. Accumulated other comprehensive income is reported as a separate component of shareholder's equity. Embedded derivatives are accounted for as separate financial instruments and classified in accordance with the above-noted classifications. Investment companies are exempt from these accounting policies with respect to investments and are permitted under Accounting Guideline 18 of the Canadian Institute of Chartered Accountants ("CICA") to measure and report investments at fair value.

The Fund has designated its cash as held-for-trading, which is measured at fair value. Accounts payable, Investor notes and other liabilities are classified as other financial liabilities which are measured at amortized cost. The Fund has no embedded derivatives that need to be separately valued.

## 4. Other investments

During the period, Level 3 financial instruments changed as follows:

| | 2011 | 2009 |
|---|---|---|
| Balance, beginning of period | $ 775,000 | $ 1,077,994 |
| Gains recognized in net income | - | 19,337 |
| Sales and repayments of investments | (775,000) | (322,331) |
| Balance, end of period | $ - | $ 775,000 |

**Saskatchewan Government Growth Fund VII Ltd.**
**Notes to Financial Statements**
**March 9, 2011**

## 5. Investor notes

Investor notes represent the Notes issued to investors of the Fund. The Notes help to satisfy a portion of investors' visa requirements under the IIP. Interest to the maturity date of Notes is accrued at an annual rate between a minimum of 1.50% and a maximum of 3.50% from the date of Bond issuance until maturity. The rate is determined at the time of subscription deposit and is calculated as 3.60% less than the then current yield on a benchmark Government of Canada bond. Interest is paid annually on December 31 until maturity and at maturity. The balance at each period end is comprised of Notes with interest rates as follows:

| | 2009 | | 2009 | |
|---|---|---|---|---|
| | Number | $ | Number | $ |
| 1.50% | 40 | - | 40 | 940,000 |
| 1.70% | 1 | - | 1 | 23,500 |
| 1.75% | 3 | - | 3 | 70,500 |
| 1.85% | 1 | - | 1 | 23,500 |
| 2.00% | 5 | - | 5 | 117,500 |
| 2.05% | 8 | - | 8 | 188,000 |
| 2.20% | 4 | - | 4 | 94,000 |
| 2.30% | 1 | - | 1 | 23,500 |
| 2.40% | 7 | - | 7 | 164,500 |
| 2.45% | 2 | - | 2 | 47,000 |
| 2.50% | 5 | - | 5 | 117,500 |
| 2.60% | 9 | - | 9 | 211,500 |
| 2.80% | 2 | - | 2 | 47,000 |
| | 88 | - | 88 | 2,068,000 |

The Notes are subordinate to all other liabilities of the Fund and repayment is dependent on the proceeds on liquidation of investments and other available liquidity in excess of other liabilities. Based on the liquidity of the Fund, the Board approved that the unpaid balance of all Notes at the date of dissolution $1,183,952 to be written off.

In 2009 the balance is comprised of 88 unsecured Notes with a remaining principal balance of $23,500.

As a result of differences in the timing of proceeds from investments and scheduled maturities of Notes, beginning with the first Notes to mature in 2006, the Fund set payments on each Note at its maturity at $185,000. In 2006, this amount was increased to $195,000 with further increases in 2007 to $210,000, in 2008 to $217,500, in 2009 to $226,500 and in 2010 to $236,300. In 2011, the final payout of $246 was paid to each investor.

**Saskatchewan Government Growth Fund VII Ltd.**
**Notes to Financial Statements**
**March 9, 2011**

## 6. Share capital

The authorized common share capital of the Fund at end of period consists of an unlimited number of voting common shares. Holders of the common shares are entitled to receive dividends.

The issued common share capital is at:

| | **March 9, 2011** | December 31, 2009 |
|---|---|---|
| 1,000 common shares | **$ -** | $ 1,000 |

On March 9, 2011, the Fund cancelled the share capital of $1,000 upon dissolution of the Fund.

## 7. Administration

Under the terms of a management agreement between the Fund and Saskatchewan Government Growth Fund Management Corporation ("SGGF Management Corporation"), SGGF Management Corporation administers the assets of the Fund with the assistance of a manager that performs fund administration and investment management together with several investment subadvisors. SGGF Management Corporation does not guarantee the financial performance of the Fund. All services provided to the Fund are charged on a fee for service basis. Effective March 31, 2009, Management Corporation was wound up into CIC and CIC assumed the responsibilities of Management Corporation under the management agreement. Prior to April 1, 2009, all administration costs were billed by Management Corporation to the Fund. Subsequent to March 31, 2009, the Fund directly incurred its costs of administration with the exception of fees paid to the manager which are paid by CIC and reimbursed by the Fund. Administration costs incurred by the Fund, including those billed by CIC subsequent to March 31, 2009 and by SGGF Management Corporation prior to April 1, 2009 are as follows:

| | **For the period January 1, 2010 to March 9, 2011** | Year ended December 31, 2009 |
|---|---|---|
| Manager's fees | **$ 12,968** | $ 27,360 |
| Directors' fees and expenses | **3,048** | 138 |
| Legal and professional | **6,834** | 755 |
| General administration | **286** | 9,585 |
| | **$ 23,136** | $ 37,838 |

**Saskatchewan Government Growth Fund VII Ltd.**
**Notes to Financial Statements**
**March 9, 2011**

## 8. Income taxes

A provincial Crown corporation, CIC (prior to April 1, 2009, SGGF Management Corporation), owns all of the issued shares of the Fund. Therefore, the Fund is exempt from income taxes.

## 9. Related party transactions

Included in these financial statements are amounts resulting from transactions with CIC subsequent to March 31, 2009 and by SGGF Management Corporation prior to April 1, 2009 pursuant to a management agreement referred to in note 7. Routine operating transactions with related parties are recorded at agreed upon exchange amounts and settled under normal trade terms. Total fees charged to SGGF VII by CIC and SGGF Management Corporation amounted to $12,968 (2009 - $27,360). Total fees payable to CIC at March 9, 2011, and included in the above, are $nil (2009 - $2,274).